

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
FIELDWOOD ENERGY III LLC, et al.,	§	Case No. 20-33948 (MI)
	§	
Post-Effective Date Debtors.¹	§	(Jointly Administered)
	§	

**CERTIFICATE OF COUNSEL TO PLAN ADMINISTRATOR’S EMERGENCY
MOTION FOR AUTHORITY TO SELL CERTAIN ASSETS
OF POST-EFFECTIVE DATE DEBTOR
FIELDWOOD ENERGY III LLC**

The undersigned hereby certifies as follows:

1. On December 7, 2022, the *Emergency Motion for Authority to Sell Certain Assets of Post-Effective Date Debtor Fieldwood Energy III LLC* [Docket No. 2719] (the “Emergency Motion”) was filed with the Court.
2. On December 22, 2022, the Court conducted a hearing on the Emergency Motion (the “Hearing”) and granted the Emergency Motion subject to certain revisions to the proposed order to reflect the Court’s ruling as stated on the record at the Hearing (the “Revised Order”). A copy of the Revised Order is attached hereto as Exhibit A. A redline reflecting changes to the proposed order filed with the Emergency Motion is attached hereto as Exhibit B.

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification numbers, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 700 Canal Street, Suite 12E, Stamford CT 06920 of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

3. The undersigned counsel hereby certifies that the Revised Order attached hereto reflects the revisions requested by the Court and has been review and approved by counsel for Merit Energy Company, LLC and Eni Petroleum US LLC.

Dated: December 22, 2022

Respectfully submitted,

/s/ Joseph R. Dunn

Joseph R. Dunn, Esq. (admitted pro hac vice)
Abigail V. O'Brient, Esq. (admitted pro hac vice)
**MINTZ LEVIN COHN FERRIS GLOVSKY
AND POPEO, P.C.**
3580 Carmel Mountain Rd., Suite 300
San Diego, CA 93210
Telephone: (858) 314-1500
Facsimile: (858) 314-1501
Email: jrdunn@mintz.com
avobrient@mintz.com

-and-

Timothy J. McKeon, Esq. (admitted pro hac vice)
**MINTZ LEVIN COHN FERRIS GLOVSKY
AND POPEO, P.C.**
One Financial Center
Boston, MA 02111
Telephone: (617) 542-6000
Facsimile: (617) 542-2241
Email: tjmckeon@mintz.com

Counsel for the Plan Administrator

Certificate of Service

I hereby certify that, on December 22, 2022, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Joseph R. Dunn

Joseph R. Dunn

Exhibit A

Revised Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
FIELDWOOD ENERGY III LLC, et al.,	§	Case No. 20-33948 (MI)
	§	
Post-Effective Date Debtors.¹	§	(Jointly Administered)
	§	

**ORDER GRANTING PLAN ADMINISTRATOR’S EMERGENCY MOTION FOR
AUTHORITY TO SELL CERTAIN ASSETS OF POST-EFFECTIVE DATE
DEBTOR FIELDWOOD ENERGY III LLC**

[Related Docket No. 2719]

Upon the *Emergency Motion for Authority to Sell Certain Assets of Post-Effective Date Debtor Fieldwood Energy III LLC* (the “Motion”)² filed by the administrator of the chapter 11 plan (the “Plan Administrator”) of the above-captioned post-effective date debtors (collectively, the “Post-Effective Date Debtors”, and prior to the effective date of the Plan (as defined below), as applicable, the “Debtors”), seeking entry of an order (this “Order”) on an emergency basis authorizing the Plan Administrator to sell certain assets of Post-Effective Date Debtor Fieldwood Energy III LLC; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and §1334; and consideration of the Motion and the

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² Capitalized terms used but not defined herein have the meanings ascribed to them in the Emergency Motion.

requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Plan Administrator is authorized to sell, assign or otherwise dispose of the GUC Warrants issued under the Plan (a “Disposition”).

2. The Plan Administrator is further authorized to use the proceeds from any Disposition(s) to pay all expenses associated therewith, including the expenses incurred by the Plan Administrator and/or Fieldwood Energy III LLC in connection with marketing and selling the GUC Warrants, and seeking any relief from the Court in connection with such Disposition, including the expense of preparing and prosecuting the Motion. All other proceeds of any Disposition(s) shall be preserved by Fieldwood Energy III LLC for the benefit of holders of Allowed General Unsecured Creditors (as defined in the Plan) and not expended for administrative purposes, unless and until the Court orders otherwise.

3. The Plan Administrator is authorized to take all actions reasonably necessary to effectuate the relief granted in this Order.

4. Notwithstanding Bankruptcy Rules 6004(h) and 6006(d), if applicable, this Order shall be effective and enforceable immediately upon entry hereof.

5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2022

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Redlined Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
FIELDWOOD ENERGY III LLC, et al.,	§	Case No. 20-33948 (MI)
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Post-Effective Date Debtors.¹	§	(Jointly Administered)
	§	

**ORDER GRANTING PLAN ADMINISTRATOR’S EMERGENCY MOTION FOR
AUTHORITY TO SELL CERTAIN ASSETS OF POST-EFFECTIVE DATE
DEBTOR FIELDWOOD ENERGY III LLC**

[Related Docket No. ~~2719~~ [2719](#)]

Upon the *Emergency Motion for Authority to Sell Certain Assets of Post-Effective Date Debtor Fieldwood Energy III LLC* (the “Motion”)² filed by the administrator of the chapter 11 plan (the “Plan Administrator”) of the above-captioned post-effective date debtors (collectively, the “Post-Effective Date Debtors”, and prior to the effective date of the Plan (as defined below), as applicable, the “Debtors”), seeking entry of an order (this “Order”) on an emergency basis authorizing the Plan Administrator to sell certain assets of Post-Effective Date Debtor Fieldwood Energy III LLC; and the Court having jurisdiction to consider the Motion and the relief requested

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification numbers, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 700 Canal Street, Suite 12E, Stamford CT 06920 of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Emergency Motion.

therein pursuant to 28 U.S.C. §§ 157(a)–(b) and §1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Plan Administrator is authorized to sell, assign or otherwise dispose of the GUC Warrants issued under the Plan, ~~as property of Post-Effective-Date Debtor~~ (a “Disposition”).

2. The Plan Administrator is further authorized to use the proceeds from any Disposition(s) to pay all expenses associated therewith, including the expenses incurred by the Plan Administrator and/or Fieldwood Energy III LLC, and to utilize the proceeds in connection with marketing and selling the GUC Warrants, and seeking any relief from such sale the Court in connection with such Disposition, including the performance expense of his duties on behalf of the Post-Effective-Date Debtors under preparing and prosecuting the Motion. All other proceeds of any Disposition(s) shall be preserved by Fieldwood Energy III LLC for the benefit of holders of Allowed General Unsecured Creditors (as defined in the Plan) and Confirmation Order not expended for administrative purposes, unless and until the Court orders otherwise.

3. ~~2.~~ The Plan Administrator is authorized to take all actions reasonably necessary to effectuate the relief granted in this Order.

| 4. ~~3.~~ Notwithstanding Bankruptcy Rules 6004(h) and 6006(d), if applicable, this
| Order shall be effective and enforceable immediately upon entry hereof.

| 5. ~~4.~~ This Court retains exclusive jurisdiction with respect to all matters arising from
or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2022

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE